

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

VIA UPS NEXT DAY AIR



October 6, 1999

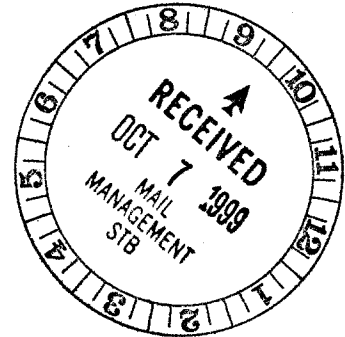
Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

RECORDATION NO.

FILED

OCT 18 '99

9-30AM



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 15, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

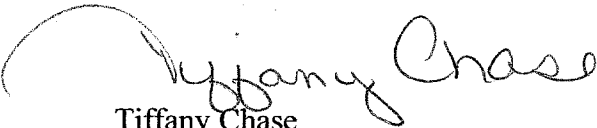
Lessee: Western Railroad Equipment Company  
821 Marquette Suite 811  
Minneapolis, MN 55402

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase  
Manager of Documentation

Enclosures

(WREC001)

EXHIBIT A  
to  
RIDER NO. 1

RECORDATION NO.

OCT 18 '99

22463  
FILED  
9-30AM

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of June, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Western Railroad Equipment Company (WREC) ("Lessee"), a Minnesota corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 15, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Donkowski  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing  
Executed on this 17th day of August, 1999.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of August, 1999

Susan Grokulskey  
Notary Public

My Commission Expires:

8-14-2000

(Notary Public)



LESSEE: WESTERN RAILROAD EQUIPMENT COMPANY.

By: [Signature]  
Name: Kent Shoemaker  
Title: Chairman

ATTEST:

By: [Signature]  
Name: Richard McGuire  
Title: Gen. Mgr.

Executed on this 15th day of June, 1999.

[CORPORATE SEAL]

STATE OF Minnesota  
COUNTY OF Hennepin

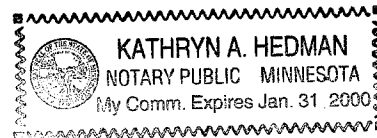
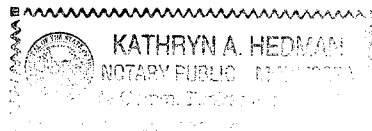
I, Kathryn A Hedman, a Notary Public of the County and State aforesaid, certify that Kent P Shoemaker personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4 day of August, 1999.

[Signature]  
Notary Public

Commission Expires:

Jan 31, 2000  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

Ten (10) 5000 cubic foot Uniflo covered hoppers, built in 1974

WREX 1060  
WREX 1061  
WREX 1062  
WREX 1063  
WREX 1064

WREX 1065  
WREX 1066  
WREX 1067  
WREX 1068  
WREX 1069